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Attorneys for Defendants

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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MANCHESTER INC., NICE CARS FUNDING,
LLC, NICE CARS ACCEPTANCE
ACQUISITIONCO, INC. AND NICE CARS
OPERATIONS ACQUISITIONCO, INC.,

Plaintiffs,

- against -

RAY LYLE, VICTORIA LYLE, GINGER
BOND, RAY LYLE II, ROBERT LYLE, AND
LEEDOM & ASSOCIATES

Defendants.
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: DECLARATION OF JUDITH A.
: LOCKHART
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JUDITH A. LOCKHART hereby declares as follows:

1. I am a member of the law firm of Carter Ledyard & Milburn LLP, counsel to Defendants Raymond Lyle, Victoria Lyle, Ginger Bond, Raymond Lyle II, and Robert Lyle (the "Lyle Defendants") in this action. I make this declaration in support of the Lyle Defendants' motion to dismiss the Second Amended Complaint against them pursuant to Rule 9(b) and Rules 12(b)(2) and (6) of the Federal Rules of Civil Procedure.

2. Attached hereto as Exhibit A are true and correct copies of the combined audited financial statements for the years 2003, 2004 and 2005 and the combined

unaudited financial statements for the first eight months of 2006 of Nice Cars, Inc. and Nice Cars Capital Acceptance Corporation.

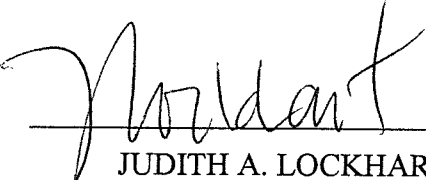
3. Attached hereto as Exhibit B are true and correct copies of the Share Purchase and Exchange Agreements for Nice Cars Inc. and Nice Cars Capital Acceptance Inc., both dated October 4, 2006.

4. Attached hereto as Exhibit C are true and correct copies of a letter dated October 2, 2007 from Richard D. Gaines to Ray Lyle and a draft Settlement Agreement and Release between Plaintiffs and the Lyle Defendants.

5. Attached hereto as Exhibit D are true and correct copies of charts publicly available at www.bloomberg.com and <http://finance.yahoo.com> listing the daily historic stock price of Manchester, Inc. shares from January 1, 2006 through January 17, 2008.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

New York, New York
January 18, 2008



JUDITH A. LOCKHART